

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.20549

FORM D NOTICE OF SALE OF SECURITIES **PURSUANT TO REGULATION D** SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (Check if this is an amendment and name has changed, and indicate change.)

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SECTISE ONLY

OMB Number:

3235-0076

Expires:

May 31,2005 Estimated average burden

hours per response.....16.00

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D&A Convertible Securities Fund III, L.P.	^
Filing under(Check box(es) that apply): Rule 504 Rule 505 Rule 506	Section 4(6) ULOE
Type of Filing: New Filing X Amendment	
A.BASIC IDENTIFICATION DATA	CENED
Enter the information requested about the issuer	
Name of Issuer(K) Check if this is an amendment and name has changed, and indicate change	⁹
D&A Convertible Securities Fund III, L.P	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number(Including Area Code)
10251 Vista Sorrento Parkway Suite 200 San Diego CA 92121	619-308-9700
Address of Principal Business Operations (If different from Executive Offices)	Telephone Number(Including Area Code)
(Number and Street, City, State, Zip Code)	¥
Brief Description of Business: CA LP formed to invest in convertible bonds adn cash, seeking	ng capital appreciation
Type of Business Organization	PROCESSEI
corporation limited partnership, already formed X other (please specify): limited liability
business trust limited partnership, to be formed	JAN 0 5 2006
MONTH YEAR	45, IHOMSON
Actual or Estimated Date of Incorporation or Organization: 0 1 9 7 X Actual	☐ Estimated
Jurisdiction of Incorporate of Organization: (Enter two-letter U.S. Postal Service abbreviation for statement of CN for Canada; FN for other foreign jurisdiction)	te: CA
GENERAL INSTRUCTIONS	
FEDERAL: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C 77 d(6).
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deeme on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date or registered or certified mail to that address.	
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washigton, D.C. 20549.	
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any Co signed copy or bear typed or printed signatures.	pies not manully signed must be photocopies of the manually
Information Required: A new filing must contain all information requested. Amendments need only report the name of the i requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and Appe	
Filing Fee: There is no federal filing fee.	

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted thi form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a State requires the payment of a f a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The appendix to the notice constitutes a part of this notice and must be completed.

-ATTENTION .

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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		A BASIC IDE	NTIFICATION DATA	
Enter the information requ i. Each promoter of the i		owing: er has been organized witl	nin the past five years;	
ii. Each beneficial owner or more of a class of e			ect the vote or disposition of, 10%	
iii. Each executive officer partners of partnership		orporate issuers and of co	rporate general managing	
iv. Each general and mar	naging partner of	partnership issuers.		
				•
Check Box(es) that apply:	Promoter	Beneficial Owner	Executive Officer Director	General and /or Managing Partner
Full Name(Last name first, if	Individual)			
Dunham & Associates Securi	ties, Inc			
Business or Residence Addr	ess	(Number and S	treet, City,State ,Zip Code)	
10251 Vista Sorrento Parkway	Suite 200 San D	Diego CA 92121		
Check Box(es) that apply:	Promoter	Beneficial Owner	Executive Officer Director	General and /or Managing Partner
Full Name(Last name first, if	Individual)			
Dunham Jeffrey A				
Business or Residence Addre	ess	(Number and St	reet, City,State ,Zip Code)	
10251 Vista Sorrento Parkway,	Suite 200 San D	Diego CA 92121		
Check Box(es) that apply:	Promoter	Beneficial Owner	Executive Officer Director	General and /or

(Number and Street, City, State , Zip Code)

Full Name(Last name first, if Individual)

10251 Vista Sorrento Parkway, Suite 200 San Diego CA 92121

Business or Residence Address

Iverson Denise

Managing Partner

a) (elmajalge), (ule respole mulminalimets													
		Yes	No										
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		П	X										
Answer also in Appendix, Column 2, if filing under ULOE.			لنا										
2. What is the minimum investment that will be accepted from any individual?	\$	\$ 250,000	3.00										
		Yes	No										
3. Does the offering permit joint ownership of a single unit?		K	П										
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and /or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		_	_										
Full Name (Last name first, if individual) Empire Financial Group, Inc.													
Business or Residence Address (Number and Street, City, State, Zip Code)													
2170 West State Road 434, Suite 100, Longwood, FL 32779 Name of Associated Broker or Dealer													
Empire Financial Group, Inc.													
States in Which Person Listed has Solicited or Intends to Solicit Purchasers	_	.											
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Full Name (Last name first, if individual) H-Beck, Inc.													
Business or Residence Address (Number and Street, City, State, Zip Code) 11140 Rockville Pike-400, Rockville, MD 20852			,										
Name of Associated Broker or Dealer H. Beck, Inc.													
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Full Na	full Name (Last name first, if individual) OMNI Brokerage, Inc.																	
Business or Residence Address (Number and Street, City, State, Zip Code) 10542 S. Jordan Gateway, Suite 330,Salt Lake City,UT 84095																		
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Busine	Full Name (Last name first, if individual) G.A.Repple & Company Business or Residence Address (Number and Street, City, State, Zip Code)																	
	101 Normandy Rd., Suite 101 Casselberry, FL 32707																	
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Full Name (Last name first, if individual) Financial West Group																		
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Full Na	ull Name (Last name first, if individual) First Montauk Securities Corp.																	
Busine	Business or Residence Address (Number and Street, City, State, Zip Code)																	
	328 Newman Springs Rd., Red Bank, NJ 07701																	
Name	lame of Associated Broker or Dealer First Montauk Securities Corp.																	
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full Name (Last name first, if individual) Sentra Securities Corporation													
Business or Residence Address (Number and Street, City, State, Zip Code)													
2800 North Central Avenue, Suite 2100, Phoenix, AZ 85004													
Name of Associated Broker or Dealer Sentra Securities Corporation													
States in Which Person Listed has Solicited or Intends to Solicit Purchasers													
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Full Name (Last name first, if individual) IMS Securities, Inc.													
Full Name (Last name first, if individual) IMS Securities, Inc.													
Business or Residence Address (Number and Street, City, State, Zip Code) 1500 City West Blvd., Suite 500, Houston, TX 77042													
Name of Associated Broker or Dealer IMS Securities, Inc.													
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Full Name (Last name first, if individual) Medallion Investment Services, Inc.													
Business or Residence Address (Number and Street, City, State, Zip Code)													
811 Governor Richie HGWY, Suite 25, Severna Park, MD 21146													
Name of Associated Broker or Dealer Medallion Investment Services, Inc.													
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Full Na	Full Name (Last name first, if individual) C.J.M. Planning Corp.																	
Business or Residence Address (Number and Street, City, State, Zip Code)																		
223 Wanaque Avenue Pompton Lakes,NJ 07442																		
Name of Associated Broker or Dealer C.J.M. Planning Corp.																		
States in Which Person Listed has Solicited or Intends to Solicit Purchasers																		
(Check	"All S	States	or ch	eck ind	dividu	al Stat	es)		••••••••	•••••		•••••••	••••••				All Stat	es
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Busine	ss or	Reside	ence ,	Addres	s (Nu	ımber	and S	treet,	City, State	. Zip	Code)						
							nch	Road.	Suite 12	0.Sc	ottsc	lale.AZ	35258					
Name (of Ass	ociate	q Bro	ker or	Deale	er 	Unit	ed Pla	inners F	nan	cial S	Services	of Amer	ic2				
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Busine	ss or l	Reside	ince /	ddres	s (Nu	mber a	and S	treet, (City, State.	Zip (Code)							
							ge C	ourt.	Meridia	nID	836	42						
Name o	IT ASS	ocate	ם אוס	ker or	Deale	!r	Unite	ed He	ritage Fi	папо	cial S	ervices.	Inc.					· · · · · · · · · · · · · · · · · · ·
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Full Na	Il Name (Last name first, if individual) Walnut Street Securities, Inc.																		
Busine	isiness or Residence Address (Number and Street, City, State, Zip Code)																	_	
	13045 Tesson Ferry Road, B1-50, Saint Louis,, MO 63128																		
Name (ame of Associated Broker or Dealer Walnut Street Securities, Inc.																		
States	tates in Which Person Listed has Solicited or Intends to Solicit Purchasers																	_	
(Check	(Check *All States or check individual States)													All States					
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[RI]		[SC]		(SO)		[TN]		[TX]	[] [UT]		[VA]	□ [WA	\Box i ∞		□ in	[PR]			

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. Enter the aggregate offering price of securities included in this of						
Enter "0" if answer is "none" or "zero". If the transaction is an ex	change offering, check this box		and			
Indicate in the columns below the amounts of the securities offe	red for exchange and aiready ex	char	iged.			
Type of Security			Aggregate offering price		Αm	ount Already Sold
			onering price			2014
Debt		\$		\$		
Equity		\$		\$		
Common Preferred					_	
Convertible Securities(including warrants)		\$		\$		
Partnership Interests	*******	\$	\$100,000,000.00	\$	_	\$50,490,448.48
Other(Specify)		\$		\$	_	
Total		s	\$100,000,000.00	\$		\$50,490,448.48
Answer also in Appendix, Column 3, if filing up	nder ULOE					
2.Enter the number of accredited and non-accredited investors withis offening and the aggregate dollar amounts of their purchases 504, indicate the number of persons who have purchased secuntivament of their purchases on the total lines. Enter "0" if answer is	For offenings under Rule es and the aggregate dollar		Number of investors			Aggregate Dollar Amount of Purchases
Accredited Investors			61		\$	\$50,490, 44 8.48
Non-accredited Investors			0		\$	\$0.00
Total(for filing under Rule 504 only)	•••••			_	s	
Answer also in Appendix, Column 4, if filing i	under ULOE				• ,	, and a second control of the contro
 If this filing is for an offening under Rule 504 0r 505, enter the ir sold by the issuer, to date, in offerings of the types indicated, ir first sale of securities in this offening. Classify securities by typ 	the twelve(12) months prior to t					
Type of offering			Type of securitie			Dollar.Amount Sold
Rule 505					9	;
Regulation A	•••••				- `	,
Regulation 504					- - s	
Total					- `	
4.a. Furnish a statement of all expenses in connection with the issent this offering. Exclude amounts relating solely to organization eleman be given as subject to future contingencies. If the amount of estimate and check the box to the left of the estimate.	xpenses of the issuer. The infor	matic	n			
Transfer Agent's Fees	••••			5		\$0.00
Printing and Engraving Costs				8		\$1,000.00
Legal Fees				5		\$4,000.00
Accounting Fees				5		\$0.00
Engineering Fees	••••			5		\$0.00
Sales Commissions (specify finders' fees separately)				5	T	\$1,000,000.00
Other Expenses(Identify)				F		\$0.00
Total	********			2		\$1,005,000.00

Question 1 and total expenses furnished in	gate offering price given in response to Part C n response to Part C- Question 4.a. This diffe .".	rence i			\$		\$98,995,000.00
estimate and check the box to the left of the	gross proceeds to the issuer used or proposed e amount for any purpose is not known, furnis e estimate. The total of the payments listed n suer set forth in response to Part C- Question	h an nust	ove.				
				Payments to Officers, Directors, & Affillates		Pa	ayments to Others
Salaries and fees	······································	K	\$	\$175,000.00	K]	\$	\$0.00
Purchase of real estate	••••••	F	\$	\$0.00	K	\$	\$0.00
Purchase,rental or leasing and installa	ation of machinery and equipment		\$	0	K	\$	\$0.00
Construction or leasing of plant building	ngs and facilities	$\overline{\mathbb{N}}$	\$	\$0.00	K	\$	\$0.00
Acquisition of other business (includin this offering that may be used in excha	ange for the assets or securities of	_			_		
another issuer pursuant to a merger)		K	\$	\$0.00	X	\$	\$0.00
Repayment of indebtedness		K	\$	\$0.00	K	\$	\$0.00
working capital	K	\$	\$98,820,000.00		\$	\$0.00	
Other(specify):		, —					-
		, K	\$	\$0.00	K]	\$	\$0.00
Column Totals			\$	\$98,995,000.00		\$	\$0.00
Total Payments Listed(column totals a	dded)			<u></u>	; 9	8,995	,000.00
	D.FEDERAL SIGNATURE						
The issuer has duly caused this notice to b Rule 505, the the following signature const Commission upon written request of its sta to paragraph (b)(2) of Rule 502.	e signed by the undersigned duly author itutes an undertaking by the issuer to fur	nish to	the	U.S. Securities	and l	Exch	ange
Issuer(Print or Type)	Signature	Dat					
D&A Convertible Securities Fund III, L.P				DEC 1 9 29a	5		
Name of Signer(Print or Type)	Title of Signer(Print or Type)						
Denise Iverson	Chief Financial Officer						
	ATTENTION						
Intentional minetatements of or	nissions of fact constitute federal crin	inal v	دامان	tions (Soc 18 I		400	

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2002 @ Blue Stock # S. Inc. SEC 1972 (6/02)

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Is any party described in 17 CFR 230.262 presently subject to any disqualification provisions of such rule?	Yes	No K

See Appendix, Column 5, for state response

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D(17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption(ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Denise Iverson	Chief Financial Officer	
Name(Print or Type)	Title(Print or Type)	10 2003
Issuer(Print or Type) D&A Convertible Securities Fund III, L.P	Signature Signature S- Uw	Date

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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1	to non-a	2 nd to sell accredited as in State	3 Type of Security and aggregate offering price offered in state	Type of investor and amount purchased in State					5 Disqualification under State ULOE (if yes, attach explanation of waiver grated)		
State	Yes	No	Partnership Interest \$ 100,000,000.00	Number of Accredited Investors	Amount	Accredited Investors			No		
AL											
AK				i							
ΑZ								·			
AR		 					<u> </u>				
CA	X	-		42	8,048,794.05				X		
co		ļ									
СТ	X	 		2	\$ 403,039.46				X		
DE		 									
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FL	<u>X</u>			2	1,294,050.33				X		
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APPENDIX

1	Inten to non-a	2 id to sell accredited s in State	3 Type of Security and aggregate offering price offered in state	ап	5 Disqualification under State ULOE (if yes, attach explanation of waiver grated)				
State	Yes	No	Partnership Interest \$ 100,000,000.00	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MT	X	1		1	\$ 80,000.00				X
NE									
NV	X			10	38,531,056.3	;			X
ИН									
NJ									
NM									
NY									
NC									
22									
OH			-						
ок									
OR									
PA	Х			1	\$ 30,000.00				X
RI						·			
sc									
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TN				····					
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UT									
VΤ									
VA									
WA									
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